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**STATE OF ILLINOIS**  
**ILLINOIS COMMERCE COMMISSION**

**ORIGINAL**  
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**EQUILON PIPELINE COMPANY LLC**

Petition pursuant to Sections 8-503,  
8-509, 15-101 and 15-401 of the Public  
Utilities Act for a certificate authorizing  
operation as a common carrier by pipeline,  
and for entry of an order authorizing  
and directing construction and operation  
of a petroleum pipeline and granting  
authority to exercise eminent domain.

Docket No. 01-0794

**P E T I T I O N**

Equilon Pipeline Company LLC (Equilon or Petitioner) requests that the Illinois Commerce Commission (Commission) grant a certificate pursuant to Section 15-401 of the Public Utilities Act (Act) authorizing Petitioner to operate, as a common carrier by pipeline, a pipeline extending from Wood River, Illinois, to Lawrenceville, Illinois, for the transportation of refined petroleum products in interstate commerce.

Equilon further requests that the Commission enter an order pursuant to Section 8-503 of the Act authorizing and directing Equilon to construct and install a 59-mile segment of the pipeline between Wood River, Illinois and Patoka, Illinois (the "Pipeline"), and authorizing Equilon pursuant to Section 8-509 of the Act to exercise the power of eminent domain to acquire permanent easements 50 feet in width under and through all real estate traversed by the Pipeline, and temporary easements an additional 25 feet in width, with the temporary easements to revert

to the respective landowners upon completion of the construction of the Pipeline. Equilon has been and is continuing to negotiate with all persons and entities that own real estate that will be traversed by the Pipeline to obtain the necessary easements. Equilon will provide to the Commission a current list of all such owners that have not yet granted permanent easements for the Pipeline.

In support of this Petition, Equilon shows to the Commission as follows:

1. Equilon is a limited liability company organized and existing under the laws of the State of Delaware, with its principal office in Houston, Texas. Equilon is authorized to conduct business in Illinois. Equilon is engaged in the business of transporting crude oil and refined petroleum products by pipeline in Illinois and other states, and Equilon currently possesses a certificate in good standing issued by the Commission in 1998 to operate certain intrastate pipelines in Illinois.

2. Equilon currently owns or has an ownership interest in more than 1,400 miles of pipeline operated within the State of Illinois for the common carriage of refined petroleum products in intrastate and interstate commerce. Nationwide, Equilon owns or has an ownership interest in approximately 30,000 miles of pipelines used to transport petroleum, including refined petroleum products. Equilon directly operates approximately 20,000 miles of those pipelines.

3. Equilon is actively engaged in planning the construction of a 59-mile segment of new 12" pipeline from Wood River, Illinois, to Patoka, Illinois, to be used for the transportation of refined petroleum products in interstate commerce. The refined products to be transported by the Pipeline will include unleaded gasoline and diesel fuel for use by cars, trucks

and farm equipment. The products will originate from refineries owned by Premcor and Tosco located in or near Wood River, Illinois, and from Gulf Coast refineries which transport refined products to Illinois through Explorer Pipeline. At Patoka, the new Pipeline will connect with an existing 12" pipeline that extends some 78 miles from Patoka to Lawrenceville, Illinois. The entire 137 mile pipeline will be known as the 2Rivers Pipeline.

4. From Lawrenceville, the refined products transported by the 2Rivers Pipeline will be transferred to other pipelines for delivery to retail markets in Indiana, Ohio, Kentucky and Michigan. The transfer to other pipelines may be immediate or after a temporary period of storage in tankage to be constructed by Equilon in Lawrenceville.

5. To assure the integrity of the 2Rivers Pipeline, Petitioner will replace a three-mile segment of the existing pipeline between Patoka and Lawrenceville. Petitioner already owns permanent easements for the entire 78-mile segment of existing pipeline from Patoka to Lawrenceville, which will be connected to the new Pipeline at Patoka. The replaced three-mile segment of the existing pipeline from Patoka to Lawrenceville will remain in its current location. Petitioner does not require any new or additional easements for the 78 miles of existing pipeline, and will avoid inconvenience to landowners by utilizing the existing pipeline.

6. Petitioner represents to the Commission that if Petitioner is not certificated to operate the 2Rivers Pipeline as a common carrier pipeline, and is not authorized and directed to construct the first 59-mile segment and use eminent domain to acquire the easements necessary to construct and operate that segment of the 2Rivers Pipeline, Petitioner may not be able to place

the 2Rivers Pipeline in use and the products that would have been carried by the pipeline may not be available to the public, and the public will be inconvenienced.

7. There is currently insufficient petroleum refining capacity available in the State of Illinois and in the Midwest, and insufficient pipeline capacity to deliver refined petroleum products to the State of Illinois and the Midwest, to meet the peak public demand for refined products such as unleaded gasoline and diesel fuel. The absence of plans for additional refining capacity in the region, the potential for unforeseen disruptions of the existing refining capacity in the region, a continued increase in the long term demand for fuel, and seasonal and intra-seasonal price volatility all demonstrate the current lack of an adequate supply of refined products. An order directing construction of the Pipeline is required for the provision of reasonable and adequate service and facilities to serve the public, in accordance with Section 8-503 of the Act, and public convenience and necessity requires issuance to Petitioner of a certificate to operate the 2Rivers Pipeline as a common carrier by pipeline, in accordance with Section 15-401 of the Act.

8. Petitioner has substantial assets and substantial experience in the operation of petroleum and product pipelines, and Petitioner is fit, willing and able to operate the 2Rivers Pipeline and provide service as a common carrier by pipeline in compliance with the provisions of the Act and Commission regulations and orders.

9. Where practicable and permitted by landowners and regulatory agencies, the 59-mile segment to be constructed by Petitioner will closely parallel and be nominally located within 50 feet of an existing 22-inch crude oil pipeline, known as the Woodpat Pipeline. Use of the existing pipeline corridor will minimize inconvenience to the public.

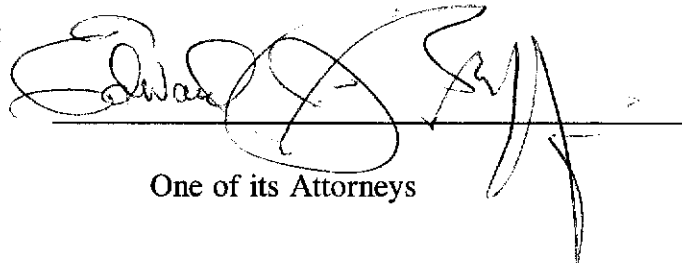
10. Construction and operation of the 2Rivers Pipeline are subject to the rules, regulations and construction standards of the U.S. Department of Transportation, and the pipeline will be in compliance with all such rules, regulations and construction standards.

WHEREFORE, Equilon Pipeline Company LLC respectfully requests the Commission to grant a certificate authorizing Petitioner to operate the 2Rivers Pipeline as a common carrier by pipeline, and enter an order authorizing and directing the construction of the 59-mile Wood River to Patoka segment of the pipeline and authorizing Petitioner to use eminent domain to obtain permanent easements for the construction, operation, maintenance, repair and replacement of that segment of the 2Rivers Pipeline.

Respectfully submitted,

EQUILON PIPELINE COMPANY LLC

By:



One of its Attorneys

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State of Texas       )  
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County of Harris     )

VERIFICATION

C.A. Pulpan, being first duly sworn, upon oath deposes and states that he is a Staff Land Agent of Equilon Pipeline Company LLC, and is authorized to make this affidavit on its behalf. Affiant has read the above and foregoing "Petition pursuant to Sections 8-503, 8-509, 15-101, and 15-401 of the Public Utilities Act" and is familiar with the facts stated therein, and the same are true to the best of Affiant's knowledge and belief.

Further Affiant sayeth not.

  
C.A. Pulpan, Staff Land Agent

Subscribed and sworn to  
before me this 4th day of  
December, 2001.

  
Notary Public of the State of Texas

